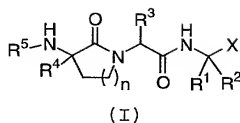


WHAT IS CLAIMED:

1. A compound of Formula (I):



or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

the lactam ring of Formula (I) is substituted with 0-2 R^b;

X is selected from the group: B(OH)₂, BY¹Y², and
C(=O)C(=O)NHR^{1a};

Y¹ and Y² are independently selected from:

- a) -OH,
- b) -F,
- c) -NR¹⁸R¹⁹,
- d) C₁-C₈ alkoxy, or

when taken together, Y¹ and Y² form:

- e) a cyclic boron ester comprising from 2 to 20 carbon atoms, and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;
- f) a cyclic boron amide comprising from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O; or
- g) a cyclic boron amide-ester comprising from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

R¹ is selected from the group:

- C₁₋₁₀ alkyl substituted with 0-3 R^a;
- C₂₋₁₀ alkenyl substituted with 0-3 R^a;
- C₂₋₁₀ alkynyl substituted with 0-3 R^a; and
- C₃₋₆ cycloalkyl substituted with 0-3 R^a;

R^{1a} is selected from the group:

C₁₋₁₀ alkyl substituted with 0-3 R^a;

C₂₋₁₀ alkenyl substituted with 0-3 R^a;

5 C₂₋₁₀ alkynyl substituted with 0-3 R^a; and

C₃₋₆ cycloalkyl substituted with 0-3 R^a;

R^a is selected at each occurrence from the group:

C₁₋₃ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CF₃, OH, =O,

10 C₁₋₆ alkoxy, SH, -S-C₁₋₆ alkyl;

phenyl substituted with 0-3 R^b;

naphthyl substituted with 0-3 R^b;

-O-(CH₂)_q-phenyl substituted with 0-3 R^b;

-O-(CH₂)_q-naphthyl substituted with 0-3 R^b; and

15 5-10 membered heteroaryl consisting of carbon atoms
and 1-4 heteroatoms selected from the group: O, S, and
N, and substituted with 0-3 R^b;

R^b is selected at each occurrence from the group:

20 C₁₋₆ alkyl, Cl, F, Br, I, OH, C₁₋₆ alkoxy, -CN, -NO₂,

C(O)OR⁷, NR^dR^d, CF₃, OCF₃, and C₃₋₆ cycloalkyl;

R² is H;

25 alternatively, R¹ and R² combine to form a C₃₋₅ cycloalkyl
group;

R³ is selected from the group:

C₁₋₆ alkyl substituted with 0-2 R^a;

30 C₂₋₆ alkenyl substituted with 0-2 R^a;

C₂₋₆ alkynyl substituted with 0-2 R^a;

-(CH₂)_q-C₃₋₆ cycloalkyl substituted with 0-2 R^a;

-(CH₂)_q-phenyl substituted with 0-2 R^a;

-(CH₂)_q-naphthyl substituted with 0-2 R^a; and

-(CH₂)_q-5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, and substituted with 0-2 R^a;

- 5 R⁴ is selected from the group: H,
C₁₋₆ alkyl substituted with 0-3 R^b;
phenyl substituted with 0-3 R^b;
benzyl substituted with 0-3 R^b; and
phenethyl substituted with 0-3 R^b;

10

R⁵ is H or Q-R^{5a};

Q is 0, 1, 2, or 3 amino acids;

- 15 R^{5a} is selected from the group: -S(O)R⁶, -S(O)₂R⁶, -C(O)R⁶,
-C(O)OR⁸, -C(O)NHR⁶, C₁₋₃ alkyl-R^{6a}, C₂₋₆ alkenyl-R^{6a},
and C₂₋₆ alkynyl-R^{6a};

R⁶ is selected from the group:

- 20 C₁₋₆ alkyl substituted with 0-3 R^c;
phenyl substituted with 0-3 R^c;
naphthyl substituted with 0-3 R^c;
benzyl substituted with 0-3 R^c; and
5-10 membered heteroaryl consisting of carbon atoms
25 and 1-4 heteroatoms selected from the group: O, S, and
N, substituted with 0-3 R^c;

R^{6a} is selected from the group:

- 30 phenyl substituted with 0-3 R^c;
naphthyl substituted with 0-3 R^c;
benzyl substituted with 0-3 R^c; and
5-10 membered heteroaryl consisting of carbon atoms
and 1-4 heteroatoms selected from the group: O, S, and
N, substituted with 0-3 R^c;

35

R^C is selected at each occurrence from the group:

C₁₋₄ alkyl, C₁₋₄ alkoxy, CF₃, OCF₃, Cl, F, Br, I, =O, OH, phenyl, C(O)OR⁷, NR^dR^d, -CN, and NO₂;

5 R^d is selected at each occurrence from the group: H and CH₃;

R⁷ is selected at each occurrence from the group: H and C₁₋₆ alkyl;

10

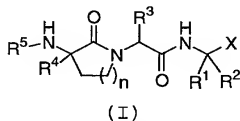
R⁸ is selected from the group: C₁₋₆ alkyl, benzyl, and C₃₋₆ cycloalkyl-methyl;

15 R¹⁸ and R¹⁹ at each occurrence are independently selected from H, C₁₋₄ alkyl, aryl(C₁₋₄ alkyl)-, and C₃₋₇ cycloalkyl;

n is selected from the group: 1, 2, and 3; and

20 q is selected from the group: 0, 1, and 2.

2. A compound according to Claim 1 of Formula (I):



25 or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

the lactam ring of Formula (I) is substituted with 0-2 R^b;

30 X is selected from the group: B(OH)₂, BY¹Y², and C(=O)C(=O)NHR^{1a};

Y¹ and Y² are independently selected from:

a) -OH,

- b) -F,
- c) -NR¹⁸R¹⁹,
- d) C₁-C₈ alkoxy, or

when taken together, Y¹ and Y² form:

- e) a cyclic boron ester comprising from 2 to 20 carbon atoms, and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;
- f) a cyclic boron amide comprising from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O; or
- g) a cyclic boron amide-ester comprising from 2 to 20 carbon atoms and, optionally, 1, 2, or 3 heteroatoms which can be N, S, or O;

R¹ is selected from the group:

- C₁₋₆ alkyl substituted with 0-3 R^a;
- C₂₋₆ alkenyl substituted with 0-3 R^a;
- C₂₋₆ alkynyl substituted with 0-3 R^a; and
- C₃₋₆ cycloalkyl substituted with 0-3 R^a;

R^{1a} is selected from the group:

- C₁₋₁₀ alkyl substituted with 0-3 R^a;
- C₂₋₁₀ alkenyl substituted with 0-3 R^a;
- C₂₋₁₀ alkynyl substituted with 0-3 R^a; and
- C₃₋₆ cycloalkyl substituted with 0-3 R^a;

R^a is selected at each occurrence from the group:

- C₁₋₃ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CF₃, OH, =O,
- C₁₋₆ alkoxy, SH, -S-C₁₋₆ alkyl;
- phenyl substituted with 0-3 R^b;
- naphthyl substituted with 0-3 R^b;
- O-(CH₂)_q-phenyl substituted with 0-3 R^b;
- O-(CH₂)_q-naphthyl substituted with 0-3 R^b; and

5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, and substituted with 0-3 R^b;

5 R^b is selected at each occurrence from the group:

C₁₋₆ alkyl, Cl, F, Br, I, OH, C₁₋₆ alkoxy, -CN, -NO₂, C(O)OR⁷, NR^dR^d, CF₃, OCF₃, and C₃₋₆ cycloalkyl;

R² is H;

10

alternatively, R¹ and R² combine to form a C₃₋₅ cycloalkyl group;

R³ is selected from the group:

15

C₁₋₆ alkyl substituted with 0-2 R^a;

C₂₋₆ alkenyl substituted with 0-2 R^a;

C₂₋₆ alkynyl substituted with 0-2 R^a;

-(CH₂)_q-C₃₋₆ cycloalkyl substituted with 0-2 R^a;

-(CH₂)_q-phenyl substituted with 0-2 R^a;

20

-(CH₂)_q-naphthyl substituted with 0-2 R^a; and

-(CH₂)_q-5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, and substituted with 0-2 R^a;

25 R⁴ is selected from the group: H,

C₁₋₆ alkyl substituted with 0-3 R^b;

phenyl substituted with 0-3 R^b;

benzyl substituted with 0-3 R^b; and

phenethyl substituted with 0-3 R^b;

30

R⁵ is H or Q-R^{5a};

Q is 0, 1, 2, or 3 amino acids;

R^{5a} is selected from the group: -S(O)R⁶, -S(O)₂R⁶, -C(O)R⁶,
-C(O)OR⁸, -C(O)NHR⁶, C₁₋₃ alkyl-R^{6a}, C₂₋₆ alkenyl-R^{6a},
and C₂₋₆ alkynyl-R^{6a};

5 R⁶ is selected from the group:

C₁₋₆ alkyl substituted with 0-3 R^c;

phenyl substituted with 0-3 R^c;

naphthyl substituted with 0-3 R^c;

benzyl substituted with 0-3 R^c; and

10 5-10 membered heteroaryl consisting of carbon atoms
and 1-4 heteroatoms selected from the group: O, S, and
N, substituted with 0-3 R^c;

R^{6a} is selected from the group:

15 phenyl substituted with 0-3 R^c;

naphthyl substituted with 0-3 R^c;

benzyl substituted with 0-3 R^c; and

5-10 membered heteroaryl consisting of carbon atoms

and 1-4 heteroatoms selected from the group: O, S, and

20 N, substituted with 0-3 R^c;

R^c is selected at each occurrence from the group:

C₁₋₄ alkyl, C₁₋₄ alkoxy, CF₃, OCF₃, Cl, F, Br, I, =O,

OH, phenyl, C(O)OR⁷, NR^dR^d, -CN, and NO₂;

25

R^d is selected at each occurrence from the group: H and
CH₃;

R⁷ is selected at each occurrence from the group: H and C<sub>1-
30 6</sub> alkyl;

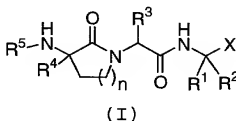
R⁸ is selected from the group: C₁₋₆ alkyl, benzyl, and C₃₋₆
cycloalkyl-methyl;

R¹⁸ and R¹⁹ at each occurrence are independently selected from H, C₁-C₄ alkyl, aryl(C₁-C₄ alkyl)-, and C₃-C₇ cycloalkyl;

n is selected from the group: 1, 2, and 3; and

q is selected from the group: 0, 1, and 2.

3. A compound according to Claim 2 of Formula (I):



or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

the lactam ring of Formula (I) is substituted with 0-2 R^b;

X is selected from the group: B(OH)₂ and BY¹Y²;

Y¹ and Y² are independently selected from:

a) -OH,

b) C₁-C₈ alkoxy, or

when taken together, Y¹ and Y² form:

c) a cyclic boron ester comprising from 2 to 20 carbon atoms;

R¹ is selected from the group:

C₁-₆ alkyl substituted with 0-3 halogen; and

C₂-₆ alkenyl substituted with 0-3 halogen;

R^a is selected at each occurrence from the group:

C₁-₃ alkyl, C₃-₆ cycloalkyl, Cl, F, Br, I, CF₃, OH, =O,

C₁-₆ alkoxy, SH, -S-C₁-₆ alkyl;

phenyl substituted with 0-3 R^b;

naphthyl substituted with 0-3 R^b;

-O-(CH₂)_q-phenyl substituted with 0-3 R^b;
-O-(CH₂)_q-naphthyl substituted with 0-3 R^b; and
5 5-10 membered heteroaryl consisting of carbon atoms
and 1-4 heteroatoms selected from the group: O, S, and
N, and substituted with 0-3 R^b;

R^b is selected at each occurrence from the group:

C₁₋₆ alkyl, Cl, F, Br, I, OH, C₁₋₆ alkoxy, -CN, -NO₂,
C(O)OR⁷, NR^dR^d, CF₃, OCF₃, and C₃₋₆ cycloalkyl;

10 R² is H;

R³ is selected from the group:

C₁₋₆ alkyl substituted with 0-2 R^a;
15 C₂₋₆ alkenyl substituted with 0-2 R^a;
C₂₋₆ alkynyl substituted with 0-2 R^a;
-(CH₂)_q-C₃₋₆ cycloalkyl substituted with 0-2 R^a;
-(CH₂)_q-phenyl substituted with 0-2 R^a;
-(CH₂)_q-naphthyl substituted with 0-2 R^a; and
20 -(CH₂)_q-5-10 membered heteroaryl consisting of carbon
atoms and 1-4 heteroatoms selected from the group: O,
S, and N, and substituted with 0-2 R^a;

R⁴ is selected from the group: H,

25 C₁₋₆ alkyl substituted with 0-3 R^b;
phenyl substituted with 0-3 R^b;
benzyl substituted with 0-3 R^b; and
phenethyl substituted with 0-3 R^b;

30 R⁵ is H or Q-R^{5a};

Q is 0, 1, 2, or 3 amino acids;

R^{5a} is selected from the group: -S(O)R⁶, -S(O)₂R⁶, -C(O)R⁶,
-C(O)OR⁸, -C(O)NHR⁶, C₁₋₃ alkyl-R^{6a}, C₂₋₆ alkenyl-R^{6a},
and C₂₋₆ alkynyl-R^{6a};

5 R⁶ is selected from the group:

C₁₋₆ alkyl substituted with 0-3 R^c;

phenyl substituted with 0-3 R^c;

naphthyl substituted with 0-3 R^c;

benzyl substituted with 0-3 R^c; and

10 5-10 membered heteroaryl consisting of carbon atoms
and 1-4 heteroatoms selected from the group: O, S, and
N, substituted with 0-3 R^c;

R^{6a} is selected from the group:

15 phenyl substituted with 0-3 R^c;

naphthyl substituted with 0-3 R^c;

benzyl substituted with 0-3 R^c; and

5-10 membered heteroaryl consisting of carbon atoms

and 1-4 heteroatoms selected from the group: O, S, and

20 N, substituted with 0-3 R^c;

R^c is selected at each occurrence from the group:

C₁₋₄ alkyl, C₁₋₄ alkoxy, CF₃, OCF₃, Cl, F, Br, I, =O,

OH, phenyl, C(O)OR⁷, NR^dR^d, -CN, and NO₂;

25

R^d is selected at each occurrence from the group: H and
CH₃;

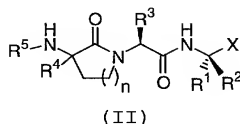
R⁷ is selected at each occurrence from the group: H and C₁₋₆
30 alkyl;

R⁸ is selected from the group: C₁₋₆ alkyl, benzyl, and C₃₋₆
cycloalkyl-methyl;

35 n is selected from the group: 1, 2, and 3; and

q is selected from the group: 0, 1, and 2.

4. A compound according to Claim 3, wherein the compound
5 is of Formula (II):



or a stereoisomer or pharmaceutically acceptable salt form
thereof, wherein;

10 X is a boronic acid or a boron ester of formula BY¹Y²;

Y¹ and Y² are independently selected from:

a) C₁-C₆ alkoxy, or

15 when taken together, Y¹ and Y² form:

b) a cyclic boron ester comprising from 2 to 16 carbon
atoms;

20 R¹ is selected from the group: ethyl, n-propyl, n-butyl,
allyl, 2,2,2-trifluoroethyl, 2,2-difluoroethyl, 3,3,3-
trifluoropropyl, 4,4,4-trifluorobutyl, and 3-butenyl;

R^a is selected at each occurrence from the group:

C₁₋₃ alkyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CF₃, OH, =O,

25 C₁₋₆ alkoxy, SH, -S-C₁₋₆ alkyl;

phenyl substituted with 0-3 R^b;

naphthyl substituted with 0-3 R^b;

-O-(CH₂)_q-phenyl substituted with 0-3 R^b;

-O-(CH₂)_q-naphthyl substituted with 0-3 R^b; and

30 5-10 membered heteroaryl consisting of carbon atoms
and 1-4 heteroatoms selected from the group: O, S, and
N, and substituted with 0-3 R^b;

R^b is selected at each occurrence from the group:

C₁₋₆ alkyl, Cl, F, Br, I, OH, C₁₋₆ alkoxy, -CN, -NO₂,
C(O)OR⁷, NR^dR^d, CF₃, OCF₃, and C₃₋₆ cycloalkyl;

R² is H;

5

R³ is selected from the group:

C₁₋₆ alkyl substituted with 0-2 R^a;

C₂₋₆ alkenyl substituted with 0-2 R^a;

C₂₋₆ alkynyl substituted with 0-2 R^a;

10 -(CH₂)_q-C₃₋₆ cycloalkyl substituted with 0-2 R^a;

-(CH₂)_q-phenyl substituted with 0-2 R^a;

-(CH₂)_q-naphthyl substituted with 0-2 R^a;

-(CH₂)_q-5-10 membered heteroaryl consisting of carbon
atoms and 1-4 heteroatoms selected from the group: O,

15 S, and N, and substituted with 0-2 R^a;

R⁴ is selected from the group: H, methyl, ethyl, n-propyl,
i-propyl, n-butyl, i-butyl, sec-butyl, t-butyl;

phenyl substituted with 0-3 R^b;

20 benzyl substituted with 0-3 R^b; and

phenethyl substituted with 0-3 R^b;

R⁵ is H or Q-R^{5a};

25 Q is 0, 1, or 2 amino acids;

R^{5a} is selected from the group: -S(O)R⁶, -S(O)₂R⁶, -C(O)R⁶,
-C(O)OR⁸, -C(O)NHR⁶, C₁₋₃ alkyl-R^{6a}, C₂₋₆ alkenyl-R^{6a},
and C₂₋₆ alkynyl-R^{6a};

30

R⁶ is selected from the group:

C₁₋₆ alkyl substituted with 0-3 R^c;

phenyl substituted with 0-3 R^c;

naphthyl substituted with 0-3 R^c;

35 benzyl substituted with 0-3 R^c; and

5-10 membered heteroaryl consisting of carbon atoms and 1-4 heteroatoms selected from the group: O, S, and N, substituted with 0-3 R^c;

5 R^{6a} is selected from the group:

phenyl substituted with 0-3 R^c;

naphthyl substituted with 0-3 R^c;

benzyl substituted with 0-3 R^c; and

5-10 membered heteroaryl consisting of carbon atoms

10 and 1-4 heteroatoms selected from the group: O, S, and N, substituted with 0-3 R^c;

R^c is selected at each occurrence from the group:

C₁₋₄ alkyl, C₁₋₄ alkoxy, CF₃, OCF₃, Cl, F, Br, I, =O,

15 OH, phenyl, C(O)OR⁷, NR^dR^d, -CN, and NO₂;

R^d is selected at each occurrence from the group: H and

CH₃;

20 R⁷ is selected at each occurrence from the group: H and C₁₋₆ alkyl;

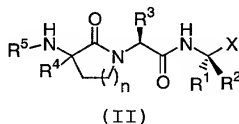
R⁸ is selected from the group: C₁₋₆ alkyl, benzyl, and C₃₋₆ cycloalkyl-methyl;

25

n is 1 or 2; and

q is selected from the group: 0, 1, and 2.

30 5. A compound according to Claim 4, wherein the compound is of Formula (II):



phenyl substituted with 0-3 R^c;
naphthyl substituted with 0-3 R^c;
benzyl substituted with 0-3 R^c; and
quinolinyl substituted with 0-3 R^c;

5

R^{6a} is selected from the group:

phenyl substituted with 0-3 R^c;
naphthyl substituted with 0-3 R^c;
benzyl substituted with 0-3 R^c; and
quinolinyl substituted with 0-3 R^c;

10

R^c is selected at each occurrence from the group:

methyl, ethyl, n-propyl, i-propyl, n-butyl, i-butyl,
t-butyl, methoxy, ethoxy, propoxy, i-propoxy, CF₃,
OCF₃, Cl, F, Br, I, OH, phenyl, C(O)OH, NH₂, -CN, and
NO₂;

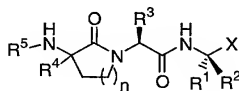
15

R⁸ is methyl, ethyl, n-propyl, i-propyl, n-butyl, i-butyl,
t-butyl, phenyl, and benzyl; and

20

n is 1 or 2.

6. A compound according to Claim 4, wherein the compound
is of Formula (II):



25

(II)

or a stereoisomer or pharmaceutically acceptable salt form
thereof, wherein;

30

X is a boronic acid or a boron ester of formula BY¹Y²;

Y¹ and Y² are individually selected from C₁-C₆ alkoxy, or
when taken together, Y¹ and Y² form a cyclic boron

or a stereoisomer or pharmaceutically acceptable salt form thereof, wherein;

X is a boronic acid or boron ester, wherein the ester is a diol selected from the group: pinanediol, pinacol, 1,2-ethanediol, 1,3-propanediol, 1,2-propanediol, 2,3-butanediol, 1,2-diisopropylethanediol, 5,6-decanediol, and 1,2-dicyclohexylethanediol;

R¹ is selected from the group: ethyl, n-propyl, n-butyl, allyl, 2,2,2-trifluoroethyl, 2,2-difluoroethyl, 3,3,3-trifluoropropyl, 4,4,4-trifluorobutyl, and 3-butenyl;

R² is H;

R³ is selected from the group: n-propyl, n-butyl, i-butyl, n-pentyl, neo-pentyl, cyclohexylmethyl, cyclopentylmethyl, phenyl, t-butoxymethyl, benzyloxymethyl, hydroxymethyl, methoxymethyl, ethoxymethyl, propoxymethyl, and i-propoxymethyl;

R⁴ is selected from the group: methyl, ethyl, n-propyl, i-propyl, n-butyl, i-butyl, sec-butyl, t-butyl, phenyl, benzyl, and phenethyl;

R⁵ is H or Q-R^{5a};

Q is 0, 1, or 2 amino acids;

R^{5a} is selected from the group: -S(O)₂R⁶, -C(O)R⁶, -C(O)OR⁸, -C(O)NHR⁶, and -CH₂-R^{6a};

R⁶ is selected from the group:
methyl substituted with 0-3 R^c;
ethyl substituted with 0-3 R^c;
propyl substituted with 0-3 R^c;
butyl substituted with 0-3 R^c;

ester where said chain or ring contains from 2 to 14 carbon atoms;

5 R¹ is selected from the group: ethyl, n-propyl, n-butyl, allyl, 2,2,2-trifluoroethyl, 2,2-difluoroethyl, 3,3,3-trifluoropropyl, 4,4,4-trifluorobutyl, and 3-butenyl;

R² is H;

10 R³ is selected from the group: i-butyl, neo-pentyl, cyclohexylmethyl, t-butoxymethyl, benzyloxymethyl, hydroxymethyl, and phenyl;

15 R⁴ is selected from the group: ethyl, n-propyl, i-propyl, R-2-butyl, S-2-butyl, phenyl, benzyl, and phenethyl;

20 R⁵ is selected from the group: H, benzyl, m-methylphenylsulfonyl, m-trifluoromethylphenylsulfonyl, p-i-propylphenylsulfonyl, p-propylphenylsulfonyl, p-t-butylphenylsulfonyl, p-carboxylphenylsulfonyl, 25 4-(1,1')biphenylsulfonyl, 1-naphthylsulfonyl, 2-naphthylsulfonyl, 8-quinolinylsulfonyl, pyrazin-2-ylcarbonyl, 30 n-butylsulfonyl, N-phenylaminocarbonyl, N-(p-n-butylphenyl)aminocarbonyl, benzyloxy carbonyl, methoxy carbonyl, 35 t-butylloxy carbonyl, benzoyl, methanesulfonyl,

phenylsulfonyl,
o-nitrophenylsulfonyl,
m-nitrophenylsulfonyl, and
m-aminophenylsulfonyl; and

5

n is 1 or 2.

7. A compound according to Claim 6, wherein;

10 X is a boronic acid or boron ester, wherein the ester is a
diol selected from the group: pinanediol, pinacol,
1,2-ethanediol, 1,3-propanediol, 1,2-propanediol, 2,3-
butanediol, 1,2-diisopropylethanediol, 5,6-decanediol,
and 1,2-dicyclohexylethanediol;

15

R¹ is selected from the group: ethyl, n-propyl, n-butyl,
allyl, 2,2,2-trifluoroethyl, 2,2-difluoroethyl, 3,3,3-
trifluoropropyl, 4,4,4-trifluorobutyl, and 3-butenyl;

20

R² is H;

R³ is selected from the group: i-butyl, neo-pentyl,
cyclohexylmethyl, t-butoxymethyl, benzyloxymethyl,
hydroxymethyl, and phenyl;

25

R⁴ is selected from the group: ethyl, n-propyl, i-propyl,
R-2-butyl, S-2-butyl, phenyl, benzyl, and phenethyl;

30

R⁵ is selected from the group: H,
benzyl,
m-methylphenylsulfonyl,
m-trifluoromethylphenylsulfonyl,
p-i-propylphenylsulfonyl,
p-propylphenylsulfonyl,
35 p-t-butylphenylsulfonyl,
p-carboxylphenylsulfonyl,
4-(1,1')biphenylsulfonyl,

1-naphthylsulfonyl,
2-naphthylsulfonyl,
8-quinolinylnsulfonyl,
pyrazin-2-ylcarbonyl,
5 n-butylsulfonyl,
N-phenylaminocarbonyl,
N-(p-n-butylphenyl)aminocarbonyl,
benzyloxycarbonyl,
methoxycarbonyl,
10 t-butyloxycarbonyl,
benzoyl,
methanesulfonyl,
phenylsulfonyl,
o-nitrophenylsulfonyl,
15 m-nitrophenylsulfonyl, and
m-aminophenylsulfonyl; and

n is 1 or 2.

20 **8.** A compound according to Claim 1, wherein the compound
is selected from the group:

(1R)-1-((2S)-3-cyclohexyl-2-(3-isopropyl-3-((2S)-3-
methyl-2-((2-pyrazinylcarbonyl)amino)butanoyl)amino)-2-oxo-
25 1-pyrrolidinyl)propanoyl)amino)-3-butenylboronic acid (+)-
pinanediol ester;

(1R)-1-((2S)-3-cyclohexyl-2-(3-isopropyl-3-((2S)-3-
methyl-2-((2-pyrazinylcarbonyl)amino)butanoyl)amino)-2-oxo-
30 1-piperidinyl)propanoyl)amino)-3-butenylboronic acid (+)-
pinanediol ester;

(1R)-1-(((3-((methylsulfonyl)amino)-2-oxohexahydro-1H-
azepin-1-yl)acetyl)amino)propylboronic acid (+)-pinanediol
35 ester;

(1R)-1-((3-amino-3-isopropyl-2-oxo-1-pyrrolidinyl)(phenyl)acetyl)amino}propylboronic acid (+)-pinanediol ester hydrochloride;

5 (1R)-1-((3-isopropyl-3-((methylsulfonyl)amino)-2-oxo-1-pyrrolidinyl)(phenyl)acetyl)amino}propylboronic acid (+)-pinanediol ester;

10 (1R)-1-((3-isopropyl-2-oxo-3-((4-propylphenyl)sulfonyl)amino)-1-pyrrolidinyl)(phenyl)acetyl)amino}propylboronic acid (+)-pinanediol ester;

15 (1R)-1-((2S)-2-(3-((benzyloxy)carbonyl)amino)-3-isopropyl-2-oxo-1-pyrrolidinyl)-4-methylpentanoyl)amino}propylboronic acid (+)-pinanediol ester;

20 (1R)-1-((2S)-2-(3-amino-3-isopropyl-2-oxo-1-pyrrolidinyl)-4-methylpentanoyl)amino}propylboronic acid (+)-pinanediol ester hydrochloride;

25 (1R)-1-((2S)-2-(3-isopropyl-3-((methylsulfonyl)amino)-2-oxo-1-pyrrolidinyl)-4-methylpentanoyl)amino}propylboronic acid (+)-pinanediol ester;

30 (1R)-1-((2S)-2-(3-isopropyl-2-oxo-3-((4-propylphenyl)sulfonyl)amino)-1-pyrrolidinyl)-4-methylpentanoyl)amino}propylboronic acid (+)-pinanediol ester;

35 (1R)-1-((2S)-3-cyclohexyl-2-(3-ethyl-3-((2S)-3-methyl-2-((2-pyrazinylcarbonyl)amino)butanoyl)amino)-2-oxo-1-pyrrolidinyl)propanoyl)amino)-3-butenylboronic acid (+)-pinanediol ester;

(1R)-1-((2S)-2-(3-((benzyloxy)carbonyl)amino)-3-isopropyl-2-oxo-1-piperidinyl)-3-

cyclohexylpropanoyl)amino}propylboronic acid (+)-pinanediol ester;

5 (1R)-1-({3-((tert-butoxycarbonyl)amino)-3-isopropyl-2-oxo-1-piperidinyl}(phenyl)acetyl)amino}propylboronic acid (+)-pinanediol ester;

10 (1R)-1-({3-amino-3-isopropyl-2-oxo-1-piperidinyl}(phenyl)acetyl)amino}propylboronic acid hydrochloride (+)-pinanediol ester;

15 (1R)-1-({3-isopropyl-3-((methoxycarbonyl)amino)-2-oxo-1-piperidinyl}(phenyl)acetyl)amino}propylboronic acid (+)-pinanediol ester;

(1R)-1-({3-(benzoylamino)-3-isopropyl-2-oxo-1-piperidinyl}(phenyl)acetyl)amino}propylboronic acid (+)-pinanediol ester;

20 (1R)-1-({3-isopropyl-3-((methylsulfonyl)amino)-2-oxo-1-piperidinyl}(phenyl)acetyl)amino}propylboronic acid (+)-pinanediol ester; and

25 (1R)-1-({3-isopropyl-3-((3-methylphenyl)sulfonyl)amino}-2-oxo-1-piperidinyl}(phenyl)acetyl)amino}propylboronic acid (+)-pinanediol ester;

or a pharmaceutically acceptable salt form thereof.

30 9. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 1 or pharmaceutically acceptable salt form thereof.

35 10. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 2 or pharmaceutically acceptable salt form thereof.

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11. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 3 or
5 pharmaceutically acceptable salt form thereof.

13. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 4 or
10 pharmaceutically acceptable salt form thereof.

14. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 5 or
15 pharmaceutically acceptable salt form thereof.

15. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 6 or
20 pharmaceutically acceptable salt form thereof.

16. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 7 or
25 pharmaceutically acceptable salt form thereof.

17. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 8 or
30 pharmaceutically acceptable salt form thereof.

18. A method of inhibiting HCV NS3 protease which comprises contacting HCV NS3 protease with a therapeutically effective amount of a compound of Claim 1
35 or pharmaceutically acceptable salt form thereof.

19. A method of inhibiting HCV NS3 protease which comprises contacting HCV NS3 protease with a

therapeutically effective amount of a compound of Claim 2 or pharmaceutically acceptable salt form thereof.

20. A method of inhibiting HCV NS3 protease which
5 comprises contacting HCV NS3 protease with a therapeutically effective amount of a compound of Claim 3 or pharmaceutically acceptable salt form thereof.

21. A method of inhibiting HCV NS3 protease which
10 comprises contacting HCV NS3 protease with a therapeutically effective amount of a compound of Claim 4 or pharmaceutically acceptable salt form thereof.

22. A method of inhibiting HCV NS3 protease which
15 comprises contacting HCV NS3 protease with a therapeutically effective amount of a compound of Claim 5 or pharmaceutically acceptable salt form thereof.

23. A method of inhibiting HCV NS3 protease which
20 comprises contacting HCV NS3 protease with a therapeutically effective amount of a compound of Claim 6 or pharmaceutically acceptable salt form thereof.

24. A method of inhibiting HCV NS3 protease which
25 comprises contacting HCV NS3 protease with a therapeutically effective amount of a compound of Claim 7 or pharmaceutically acceptable salt form thereof.

25. A method of inhibiting HCV NS3 protease which
30 comprises contacting HCV NS3 protease with a therapeutically effective amount of a compound of Claim 8 or pharmaceutically acceptable salt form thereof.

26. A method of treating HCV infection which
35 comprises administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1 or pharmaceutically acceptable salt form thereof.